

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

RIMU CAPITAL LTD.,

Plaintiff,

vs.

JASON ADER, SPRINGOWL ASSET
MANAGEMENT LLC, SPRINGOWL
ASSOCIATES LLC, ADER FUND
MANAGEMENT LLC, and 26 CAPITAL
HOLDINGS LLC,

Defendants.

Civil Action No. 1:23-cv-05065-LJL

Oral Argument Requested

**DECLARATION OF SAMUEL J. LIEBERMAN IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS**

SAMUEL J. LIEBERMAN declares under penalty of perjury pursuant to 28 U.S.C. §1746 that the following is true and correct:

1. I am an attorney duly licensed to practice law before the Courts of the State of New York and am admitted to the United States District Court for the Southern District of New York. I am a partner with the law firm Sadis & Goldberg LLP, which represents defendants Jason Ader, SpringOwl Asset Management LLC, SpringOwl Associates LLC, Ader Fund Management LLC, and 26 Capital Holdings LLC (collectively, "Defendants") in the above-referenced action. I respectfully submit this declaration in support of Defendants' Motion to Dismiss the Complaint.

2. Attached hereto as Exhibit 1 is a true and correct copy of a Subscription Agreement between Rimu Capital Ltd. and 26 Capital Holdings LLC, dated November 30, 2021.

3. Attached hereto as Exhibit 2 is a true and correct copy a chart of the stock prices for the 26 Capital Acquisitions Corp. (ticker: ADER) from Yahoo! Finance, last visited on August 25, 2023.

4. Attached hereto as Exhibit 3 is a true and correct copy of a Term sheet between Rimu Capital Ltd. and SpringOwl Asset Management LLC.

5. Attached hereto as Exhibit 4 is a true and correct copy of an investment management agreement between Rimu Capital Ltd., SpringOwl Associates LLC, and Ader Fund Management LLC, dated August 2, 2018.

6. Attached hereto as Exhibit 5 is the Amended and Restated Limited Liability Company Operating Agreement of 26 Capital Holdings LLC.

7. Attached hereto as Exhibit 6 is a letter from Mark D. Kotwick, Esq. to Jason Ader, dated July 5, 2022 regarding a conversation on or about June 6, 2022.

8. Attached hereto as Exhibit 7 is an email from Mark D. Kotwick, Esq. to Samuel J. Lieberman, Esq. and others, dated October 19, 2022.

9. Attached hereto as Exhibit 8 is a true and correct copy of a subscription agreement between Zama Capital Master Fund, 26 Capital Holdings LLC, and Jason Ader, dated July 12, 2021.

10. Attached hereto as Exhibit 9 is a true and correct copy of an article from *The Washington Post*, titled “He wanted to fly around the moon. He ended up in court instead.” dated May 26, 2019.

11. Attached hereto as Exhibit 10 is a true and correct copy of an article from *Financial News*, titled “Who is Harald McPike, the secretive investor behind Starling Bank?” dated March 8, 2020.

Dated: New York, NY
September 1, 2023

SADIS & GOLDBERG LLP

s/Samuel J. Lieberman

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SpringOwl Asset Management LLC,
SpringOwl Associates LLC, Ader Fund
Management LLC, and 26 Capital
Holdings LLC*